

EXHIBIT A

(Proposed Form of Order)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*¹

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

Hearing Date: December 10, 2024 at 10:00 a.m. ET

Obj Deadline: At or before the hearing

Ref. No. _____

**ORDER GRANTING MOTION OF AD HOC GROUP OF FIRST LIEN LENDERS
FOR ENTRY OF AN ORDER GRANTING LEAVE TO FILE REPLIES TO THE
DEBTORS' (1) DIP MOTION AND (2) BIDDING PROCEDURES MOTION**

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy's Newco, LLC (5404), Buddy's Franchising and Licensing LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260), Franchise Group Newco BHF, LLC (4123), Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies "Plus", LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors' headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

Upon consideration of the *Motion of Ad Hoc Group of First Lien Lenders for Entry of an Order Granting Leave to File Replies to the Debtors' (1) DIP Motion and (2) Bidding Procedures Motion* (the "Motion for Leave");² and the Court having reviewed the Motion for Leave; and the Court having determined that the legal and factual bases set forth in the Motion for Leave establish just cause for the relief granted herein; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court being able to issue a final order consistent with Article III of the United States Constitution; and the Court having found that venue of this proceeding and the Motion for Leave in this District is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that notice of the Motion for Leave and the hearing thereon was sufficient under the circumstances; and sufficient cause appearing therefore;

IT IS HEREBY ORDERED THAT:

1. The Motion for Leave is GRANTED as set forth herein.
2. The Ad Hoc Group of First Lien Lenders are granted leave and permission pursuant to Local Rule 9006-1(d) to file the replies, and the replies are deemed filed and as matters of record in the Chapter 11 Cases.
3. The Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

² Capitalized terms used but not otherwise defined in this Order shall have the same meanings given to such terms as in the Motion for Leave.

Dated: _____
Wilmington, Delaware

THE HONORABLE JOHN T. DORSEY
CHIEF UNITED STATES BANKRUPTCY JUDGE